

# **SUNTRUST BANKS INC**

Reported by  
**FORTIN RAYMOND D**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 08/15/13 for the Period Ending 08/13/13

Address	303 PEACHTREE ST N E ATLANTA, GA 30308
Telephone	4045887711
CIK	0000750556
Symbol	STI
SIC Code	6021 - National Commercial Banks
Industry	Regional Banks
Sector	Financial
Fiscal Year	12/31

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION  
Washington, D.C. 20549

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longer subject to Section 16.  
Form 4 or Form 5  
obligations may continue.  
See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<b>Fortin Raymond D</b>	<b>SUNTRUST BANKS INC [ STI ]</b>	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Corp. EVP &amp; General Counsel</b>
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	
<b>303 PEACHTREE STREET, N.E.</b>	<b>8/13/2013</b>	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
<b>ATLANTA, GA 30308</b>		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	8/13/2013		S		18644	D	(1)	42500 (2)	D	
Common Stock								3077.7609	I	401(k) (3)

Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock (4)	(4)							(4)	(4)	Common Stock	1804.9078		1804.9078	D	
Phantom Stock (5)	(5)							(5)	(5)	Common Stock	11690.621		11690.621	D	
Option (6)	\$73.19							2/10/2007	2/10/2014	Common Stock	15000		15000	D	
Option (7)	\$73.14							2/8/2008	2/8/2015	Common Stock	18000		18000	D	
Option (7)	\$71.03							2/14/2009	2/14/2016	Common Stock	20000		20000	D	
Option (7)	\$85.06							2/13/2010	2/13/2017	Common Stock	18000		18000	D	
Option (7)	\$64.58							2/12/2011	2/12/2018	Common Stock	33500		33500	D	
Option (7)	\$9.06							2/10/2012	2/8/2019	Common Stock	183273		183273	D	
Option (8)	\$32.27							2/8/2014	2/8/2021	Common Stock	66300		66300	D	
Option (9)	\$21.67							(9)	2/14/2022	Common Stock	30000		30000	D	
Option (9)	\$27.41							2/26/2014	2/26/2023	Common Stock	7753		7753	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option <sup>(9)</sup>	\$27.41							2/26/2015	2/26/2023	Common Stock	7753		7753	D	
Option <sup>(9)</sup>	\$27.41							2/26/2016	2/26/2023	Common Stock	7754		7754	D	

**Explanation of Responses:**

- (1) Sold at varies prices ranging from \$34.89 to \$34.913.
- (2) Includes the following shares which are subject to forfeiture: 21,000 which vest on 2/8/2014.
- (3) Because the stock fund component of the 401(k) Plan is accounted for in unit accounting, the number of share equivalents varies based on the closing price of SunTrust stock on the applicable measurement date.
- (4) The phantom stock units were acquired under the SunTrust Banks, Inc. Deferred Compensation Plan and convert to common stock on a one-to-one basis.
- (5) Represents restricted stock units, half of which vest on 2/14/2014 and half on 2/15/2015.
- (6) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.
- (7) Granted pursuant to the SunTrust Banks, Inc. 2004 Stock Plan.
- (8) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan.
- (9) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. One third of the award vests each year for three years.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Fortin Raymond D</b> <b>303 PEACHTREE STREET, N.E.</b> <b>ATLANTA, GA 30308</b>			<b>Corp. EVP &amp; General Counsel</b>	

**Signatures****David A. Wisniewski, Attorney-in-Fact for Raymond D. Fortin****8/15/2013**

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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